

**AMENDMENT NO. 1
DEVELOPMENT AND CONDITIONAL ZONING AGREEMENT**

This Amendment No. 1 to the Development and Conditional Zoning Agreement between Whitehead Oil Company, a Nebraska Corporation ("Developer") and the City of Lincoln, Nebraska, a municipal corporation ("City") is entered into this ____ day of _____, 2009.

RECITALS

I.

On July 30, 2008 the parties entered into the original Development and Conditional Zoning Agreement regarding development of property generally located between K and L Streets and 21st and 22nd Streets, and legally described on the attached Exhibit "A" ("Property").

II.

Development of the Property was subject to certain use restrictions limiting use of the Property as a gas station/convenience store and restaurant with drive-thru. The use restrictions included sign regulations for detached signs, wall signs, signs and logos on the canopy fascia and signs on the pump islands.

III.

The parties desire to eliminate the general restrictions regarding signage and to adopt a specific sign plan in lieu thereof.

NOW, THEREFORE, Developer and City agree as follows:

1. That subparagraph c. of paragraph 3. be replaced with a new subparagraph c. to read as follows:

c. Notwithstanding other sign regulations, signs on the Property shall be limited to those signs shown on the sign plan attached hereto as Exhibit "B".

2. The original provisions of the Development and Conditional Zoning Agreement shall remain in full force and effect except as amended by this Amendment No. 1.

3. This Amendment No. 1 when executed by the parties shall be recorded by the City in the office of the Register of Deeds for Lancaster County, Nebraska, filing fees to be paid in advance by the Developer.

IN WITNESS WHEREOF, the parties hereto have executed this Amendment No. 1 on the day and year first written above.

WHITEHEAD OIL COMPANY,
a Nebraska corporation

By: 
Mark A. Whitehead, President

CITY OF LINCOLN, NEBRASKA
a municipal corporation

ATTEST:

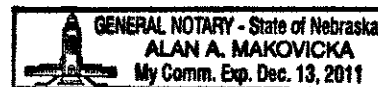
City Clerk

Chris Beutler, Mayor

STATE OF NEBRASKA)
) ss.
COUNTY OF LANCASTER)

The foregoing instrument was acknowledged before me this 5th day of MAY, 2009, by Mark A. Whitehead, President of Whitehead Oil Company, a Nebraska corporation, on behalf of the corporation.

Alan A. Makovicka
Notary Public



STATE OF NEBRASKA)
) ss.
COUNTY OF LANCASTER)

The foregoing instrument was acknowledged before me this _____ day of _____, 2009, by Chris Beutler, Mayor of the City of Lincoln, Nebraska, a municipal corporation.

Notary Public

EXHIBIT "A"

Lots A, B, C, D, E, F and G, McMurtry's Subdivision, and vacated Cadwallader's Court adjacent on the North lying between 21st Street and Capitol Parkway; and Lot Three (3), EXCEPT that part of Lot Three (3) more particularly described as follows: no/MCMSU

Beginning at the Northeast corner of said Lot Three (3); running thence Southerly along the East line of said Lot Three (3), a distance of 19.70 feet; thence Northerly along the arc of a circular curve bearing to the left, whose radius is 914.93 feet and whose long chord is 44.82 feet, to a point on the North line of said Lot Three (3), thence Easterly along the North line of said Lot Three (3), a distance of 40.39 feet, to the point of beginning;

Together with all of Lot Four (4), Cadwalladers Subdivision of Outlot One (1) McMurtry's Addition, and all of the North-South alley adjacent to said Lot Four (4); and Lot Six (6) and the South 10 feet 2 1/2 inches of Lot Five (5), as measured on the West end of said Lot Five (5), in Cadwallader's Subdivision of Outlot One (1), McMurtry's Addition; and Lot Two (2), Jorgensen's Subdivision of Lot Five (5) and the South 20 feet of Lot Six (6), Block Five (5), in Avondale Addition, and the North 17 feet 7 inches of Lot Five (5), Cadwallader's Subdivision of Outlot One (1), McMurtry's Addition; and a part of Lot Three (3), Block Five (5), Avondale Addition, more particularly described as follows: no/CASU01
no/JORGENSENS
(L2)

Beginning at the Southwest corner of said Lot Three (3) and proceeding Northerly along the West line of said Lot Three (3) a distance of 4.71 feet; thence Southeasterly along a curved line lying 40.00 feet Southwesterly of and parallel to the centerline of "L" Street a distance of 11.61 feet to the South line of said Lot Three (3); thence Westerly along said South line a distance of 9.60 feet to the point of beginning; and a part of Lot Four (4), Block Five (5), Avondale Addition, more particularly described as follows:

Beginning at the Southwest corner of said Lot Four (4) and proceeding Northerly along the West line of said Lot Four (4) a distance of 25.41 feet; thence Southeasterly along a curved line lying 40.00 feet Southwesterly of and parallel to the centerline of "L" Street a distance of 54.10 feet to the East line of said Lot Four (4); thence Southerly along said East line a distance of 4.71 feet to the Southeast corner of said Lot Four (4); thence Westerly along the South line of said Lot Four (4) a distance of 50.00 feet to the point of beginning; all in Lincoln, Lancaster County, Nebraska.

U.S. STOP

25.42 #

3X

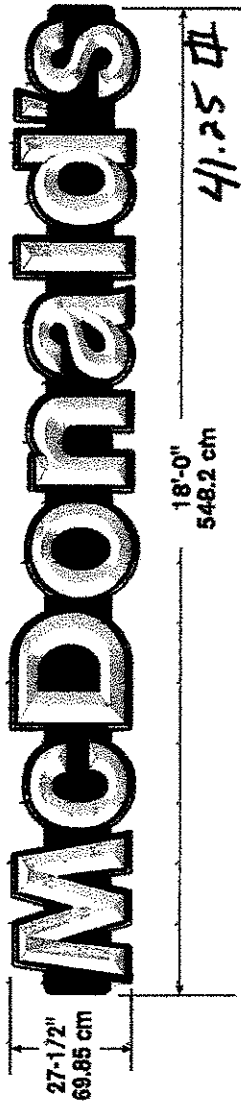
OFFICIAL

DATE 2/6/06

REVIEWER Todd

PERMIT # S0600076

Fascia/Uniface Sign



Illumination:

4 - F-84 T12 CW/HO
2 - F-36 T12 CW/HO

Electrical:

5.4 Amps 120V 60Hz

Ballast:

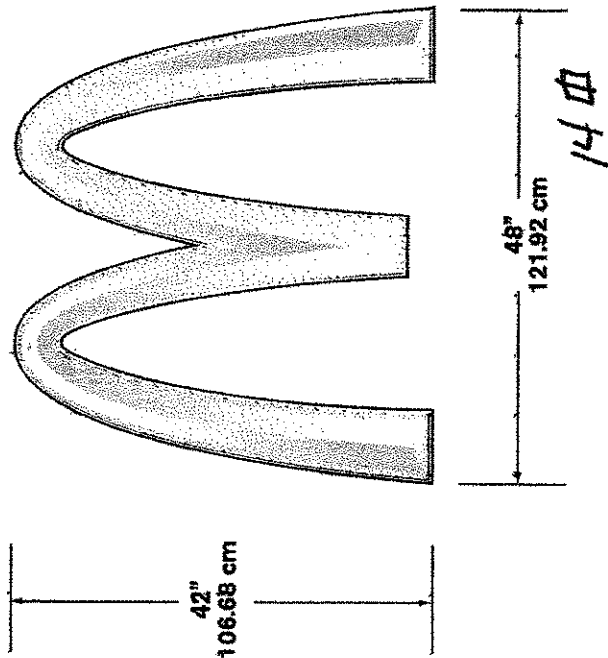
1 - Universal MSB1048-816-5

Ship Weight:

390 lbs.

42" Illuminated Building Arch

(Modified 48")



| | |
|----------------------|-----------|
| Illumination: | Neon |
| Electrical: | 1.25 Amps |
| Ballast: | 1-12/30 |
| Ship Weight: | 110 lbs. |

LED version available soon

10' overall sign width

9'-7" message center width

3'

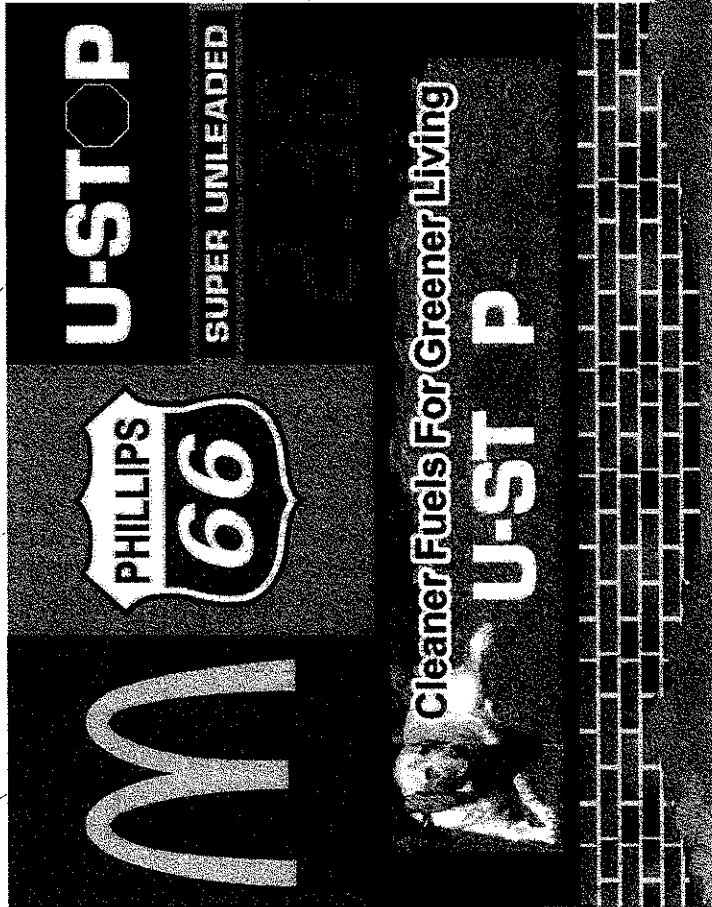
4'

A match (McDonalds red)

B match (Phillips grey)

C gloss black

4'
24"
7"
17"
27"
18"



D match (Phillips grey)

E factory gloss black

F factory gloss black



3/4"x1"

Cabinet area = 62-1/2 Square feet

NEW - DOUBLE FACED - INTERIOR ILLUMINATED - GROUND SIGN

1. FABRICATE CABINET, ALUMINUM ON AN ANGLE ALUMINUM FRAME.
2. PAINT CABINET SECTIONS AND RETAINERS AS SPECIFIED IN SKETCH.
3. SECTIONS (A&B&C D) TO BE WHITE WITH LEKXAN FACES DECORATED AS FOLLOWS:
A. FILLING: PRINT TO BE SUPPLIED BY MCDONALDS (NEFF)
B. FILLING: PRINT TO BE SUPPLIED BY MCDONALDS (NEFF)
C. FILLING: PRINT TO BE SUPPLIED BY MCDONALDS (NEFF)
D. FILLING: PRINT TO BE SUPPLIED BY MCDONALDS (NEFF)
4. STOP SIGN LOGO (SECTION C) TO BE CARBONAL RED FILM #230-53.
5. SECTIONS (E) TO BE RED LED, 1/2" CHARACTER PRICE CHANGERS (ED31).
6. SECTIONS (F) TO BE FULL COLOR, LED, 1/2"MM 40X80 MATRIX MESSAGE CENTERS.
7. NOTE: FABRICATE BLACK PRE-FINISHED ALUMINUM FILLER PIECES TO BRING FACTORY CABINET TO 10' LENGTH.
8. SECTIONS (A, B, C, D) TO BE ILLUMINATED WITH FLUORESCENT TUBES (BANKS).
9. NEBRASKA NEON SIGN COMPANY TO INSTALL SIGN CABINET ON BRICK BASE BY OTHERS.

Nebraska Sign Company
 1400 North 24th Street
 P.O. Box 80266
 Lincoln, Nebraska 68601
 FAX (402) 478-4461
 Ph. (402) 478-6683

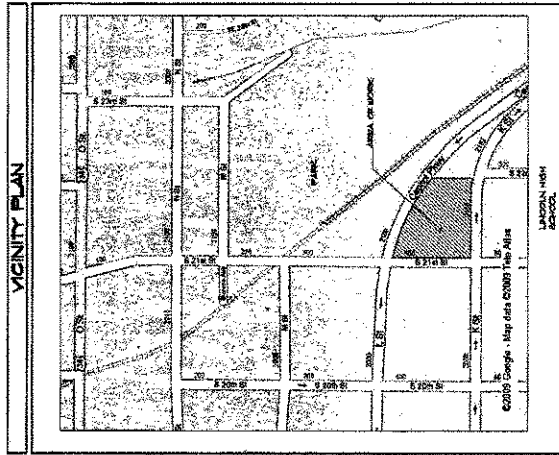
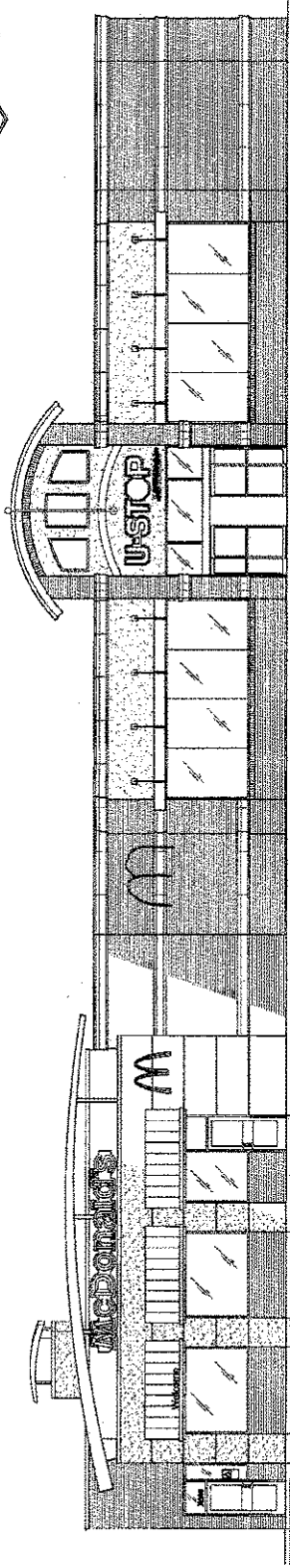
NOTE: COMPUTER GENERATED DRAWING IS INTENDED TO BE AN APPROXIMATE REPRESENTATION OF ACTUAL COLORS AND IMAGES.
 CLIENT: _____
 ADDRESS: _____
 CITY: _____
 STATE: _____
 ZIP: _____
 PROJECT NO.: _____
 SCALE: _____
 DATE: _____
 DESIGNED BY: _____
 DRAWN BY: _____
 CHECKED BY: _____
 APPROVED BY: _____
 PHOTO: _____
 CLIENT APPROVAL: _____
 DATE: _____
 REVISION: 1-1-98



WHITEHEAD U-STOP / McDONALD'S

21st AND K STREET CAPITOL BOULEVARD LINCOLN, NEBRASKA

APRIL 2009
PHILLIPS PETROLEUM COMPANY



WORK MATRIX

| NO. | DESCRIPTION | DATE | BY | CHECKED | APPROVED |
|-----|------------------------|---------|-----|---------|----------|
| 1 | PRELIMINARY DESIGN | 4/1/09 | ADA | ADA | ADA |
| 2 | SCHEMATIC DESIGN | 4/15/09 | ADA | ADA | ADA |
| 3 | DESIGN DEVELOPMENT | 5/1/09 | ADA | ADA | ADA |
| 4 | FINAL DESIGN | 5/15/09 | ADA | ADA | ADA |
| 5 | CONSTRUCTION DOCUMENTS | 6/1/09 | ADA | ADA | ADA |
| 6 | PERMITTING | 6/15/09 | ADA | ADA | ADA |
| 7 | CONSTRUCTION | 7/1/09 | ADA | ADA | ADA |
| 8 | COMPLETION | 7/15/09 | ADA | ADA | ADA |

SYMBOLS AND ABBREVIATIONS

ARCHITECTURAL
ADA
ARCHITECTURAL

ELECTRICAL
AES
ELECTRICAL

Mechanical
AES
MECHANICAL

Structural
AES
STRUCTURAL

Plumbing
AES
PLUMBING

Fire Protection
AES
FIRE PROTECTION

Other
AES
OTHER

PROJECT DATA

PROJECT NAME: WHITEHEAD U-STOP / McDONALD'S

CLIENT: PHILLIPS PETROLEUM COMPANY

DESIGNER: ADA ARCHITECTURAL DESIGN ASSOCIATES P.C.

DATE: APRIL 2009

SCALE: 1/8" = 1'-0"

PROJECT LOCATION: 21st AND K STREET, LINCOLN, NEBRASKA

PROJECT NO.: 09-001

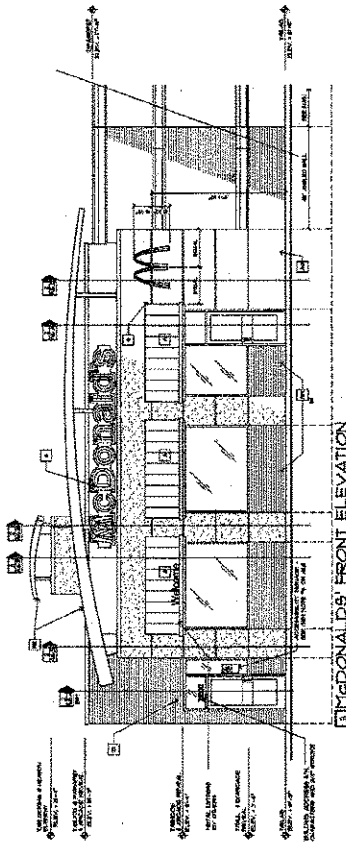
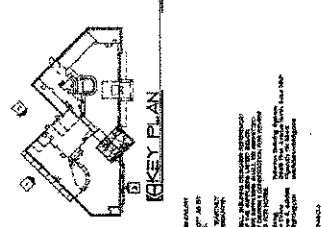
DATE OF PREPARATION: APRIL 2009

DATE OF REVISION: APRIL 2009

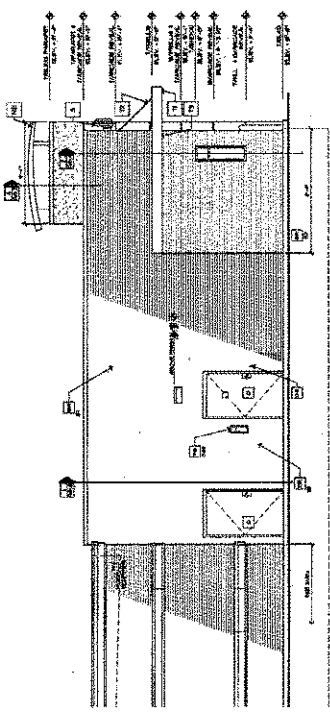
DATE OF PLOT: APRIL 2009

DATE OF PRINT: APRIL 2009

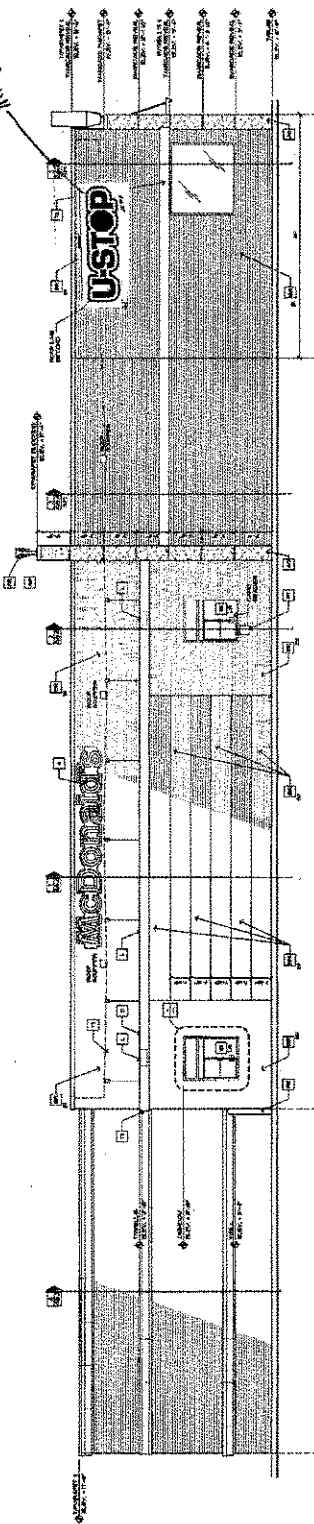
PROJECT NO. 105
 SHEET NO. 105-1
 DATE: 10/1/98
 DRAWN BY: J. H. HARRIS
 CHECKED BY: J. H. HARRIS
 APPROVED BY: J. H. HARRIS



McDonald's FRONT ELEVATION



McDonald's REAR ELEVATION



McDonald's NORTH EAST SIDE ELEVATION

1. FRONT ELEVATION
 2. REAR ELEVATION
 3. NORTH ELEVATION
 4. SOUTH ELEVATION
 5. EAST ELEVATION
 6. WEST ELEVATION
 7. SIDE ELEVATION
 8. SIDE ELEVATION
 9. SIDE ELEVATION
 10. SIDE ELEVATION
 11. SIDE ELEVATION
 12. SIDE ELEVATION

1. FRONT ELEVATION
 2. REAR ELEVATION
 3. NORTH ELEVATION
 4. SOUTH ELEVATION
 5. EAST ELEVATION
 6. WEST ELEVATION
 7. SIDE ELEVATION
 8. SIDE ELEVATION
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 11. SIDE ELEVATION
 12. SIDE ELEVATION

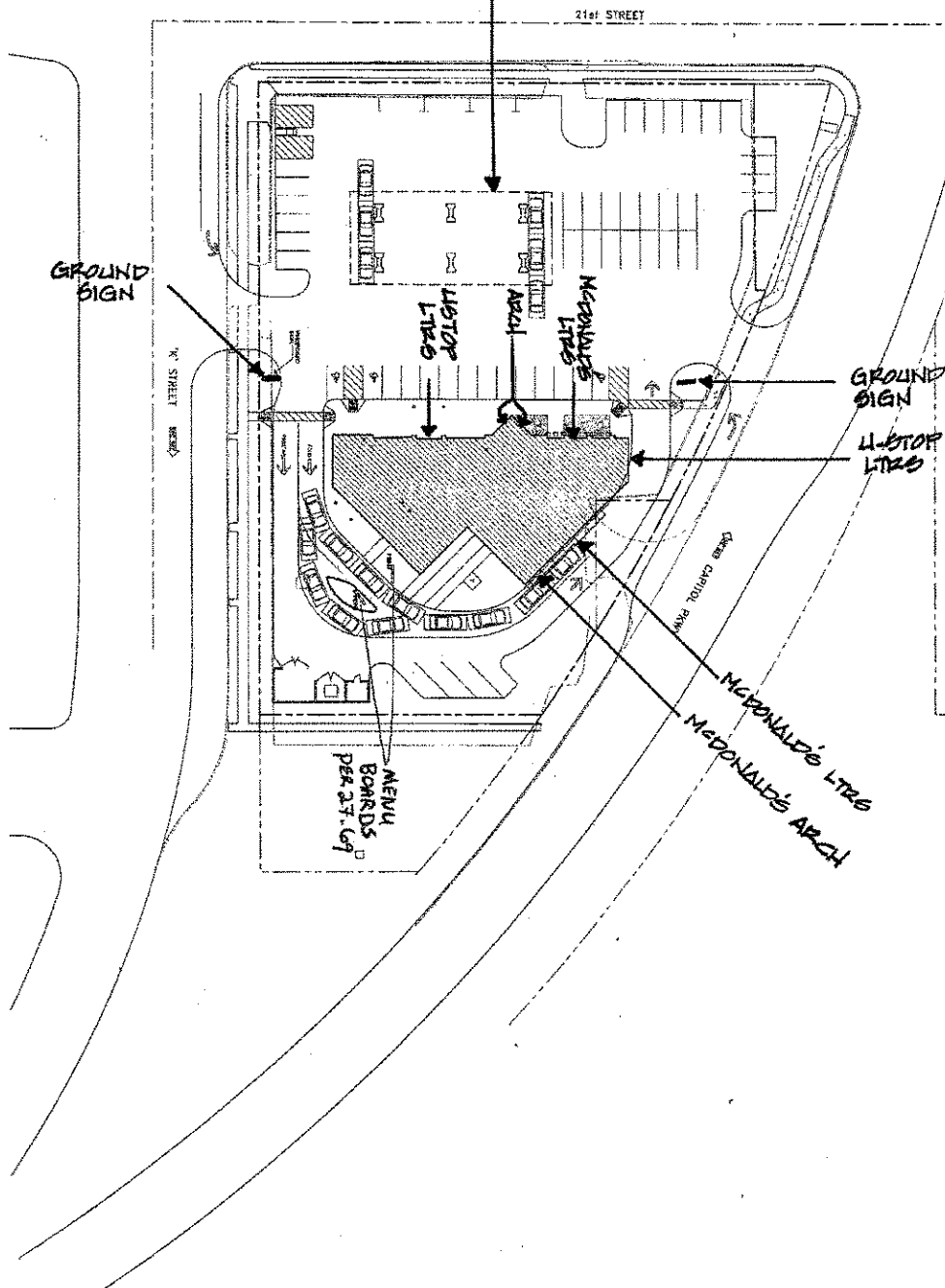
Michael Isaacson, SP
ice Isaacson/Operations
isaacson1@aol.com

Nebraska Sign Company

140 North 21st Street, P.O. Box 89266, Lincoln, Nebraska 68501
402/755555 FAX: 402/755561 E-mail: neisign@aol.com

CANOPY TO HAVE TWO (2)
"PHILIPS 66" SIGNS
PER 37.69

SITE PLAN



NEBRASKA
PROFESSIONAL
ARCHITECTURE
BOARD
REGISTERED
ARCHITECT
MICHAEL ISAACSON
10/1/00



Architectural Design Associates P.C.
Suite 105 7501 'O' Street Lincoln, NE 68510 Phone (402) 488-3232

Whitehead Oil - McDonald's / U-Stop
21st and K Street Capital Boulevard

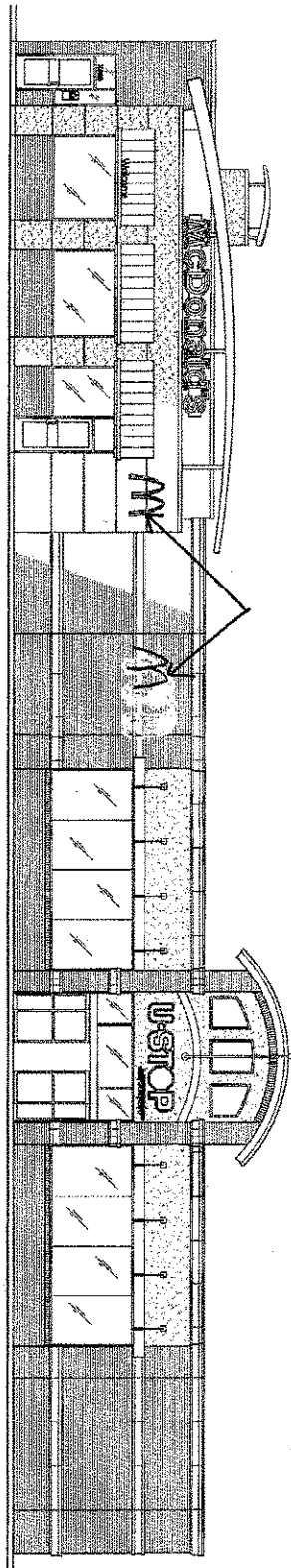
Lincoln, Nebraska

WHITEHEAD U-STOP / McDONALD'S

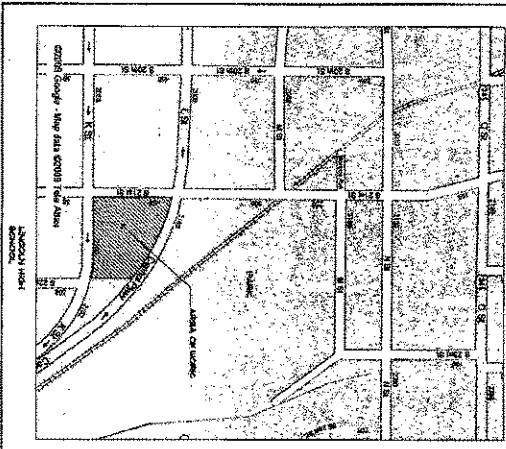
21st AND K STREET CAPITOL BOULEVARD LINCOLN, NEBRASKA

PHILLIPS PETROLEUM COMPANY

APRIL 2009



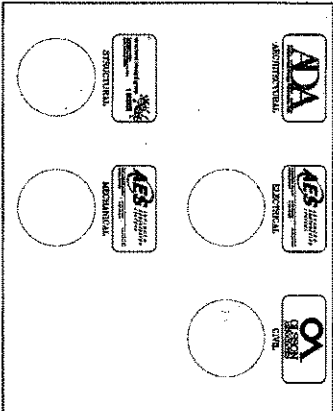
VICINITY PLAN



WORK MATRIX

| NO. | DESCRIPTION | DATE | STATUS | BY | CHKD. |
|-----|--------------------|----------|-------------|-----|-------|
| 1 | PRELIMINARY DESIGN | 10/10/08 | COMPLETE | JDA | JDA |
| 2 | SCHEMATIC DESIGN | 11/10/08 | COMPLETE | JDA | JDA |
| 3 | DESIGN DEVELOPMENT | 12/10/08 | COMPLETE | JDA | JDA |
| 4 | FINAL DESIGN | 01/10/09 | COMPLETE | JDA | JDA |
| 5 | PERMITTING | 02/10/09 | IN PROGRESS | JDA | JDA |
| 6 | CONSTRUCTION | 03/10/09 | STARTED | JDA | JDA |
| 7 | COMPLETION | 04/10/09 | PENDING | JDA | JDA |

LEGEND



SYMBOLS AND ABBREVIATIONS

| SYMBOL | ABBREVIATION | DESCRIPTION |
|--------|--------------|---------------------------------|
| 1 | ADA | AMERICANS WITH DISABILITIES ACT |
| 2 | ADA | AMERICANS WITH DISABILITIES ACT |
| 3 | ADA | AMERICANS WITH DISABILITIES ACT |
| 4 | ADA | AMERICANS WITH DISABILITIES ACT |
| 5 | ADA | AMERICANS WITH DISABILITIES ACT |
| 6 | ADA | AMERICANS WITH DISABILITIES ACT |
| 7 | ADA | AMERICANS WITH DISABILITIES ACT |
| 8 | ADA | AMERICANS WITH DISABILITIES ACT |
| 9 | ADA | AMERICANS WITH DISABILITIES ACT |
| 10 | ADA | AMERICANS WITH DISABILITIES ACT |

SHEET SCHEDULE

| NO. | DESCRIPTION | DATE | STATUS | BY | CHKD. |
|-----|--------------------|----------|-------------|-----|-------|
| 1 | PRELIMINARY DESIGN | 10/10/08 | COMPLETE | JDA | JDA |
| 2 | SCHEMATIC DESIGN | 11/10/08 | COMPLETE | JDA | JDA |
| 3 | DESIGN DEVELOPMENT | 12/10/08 | COMPLETE | JDA | JDA |
| 4 | FINAL DESIGN | 01/10/09 | COMPLETE | JDA | JDA |
| 5 | PERMITTING | 02/10/09 | IN PROGRESS | JDA | JDA |
| 6 | CONSTRUCTION | 03/10/09 | STARTED | JDA | JDA |
| 7 | COMPLETION | 04/10/09 | PENDING | JDA | JDA |

PROJECT DATA

| SYMBOL | ABBREVIATION | DESCRIPTION |
|--------|--------------|---------------------------------|
| 1 | ADA | AMERICANS WITH DISABILITIES ACT |
| 2 | ADA | AMERICANS WITH DISABILITIES ACT |
| 3 | ADA | AMERICANS WITH DISABILITIES ACT |
| 4 | ADA | AMERICANS WITH DISABILITIES ACT |
| 5 | ADA | AMERICANS WITH DISABILITIES ACT |
| 6 | ADA | AMERICANS WITH DISABILITIES ACT |
| 7 | ADA | AMERICANS WITH DISABILITIES ACT |
| 8 | ADA | AMERICANS WITH DISABILITIES ACT |
| 9 | ADA | AMERICANS WITH DISABILITIES ACT |
| 10 | ADA | AMERICANS WITH DISABILITIES ACT |

NOT FOR CONSTRUCTION

20

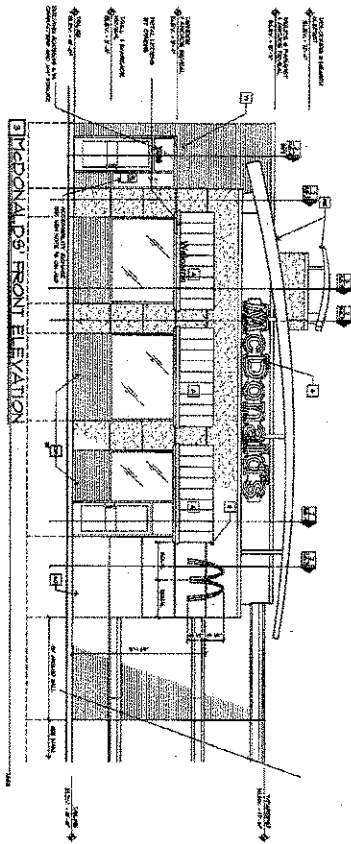


Architectural Design Associates P.C. Suite 106 7501 'Q' Street Lincoln, NE 68510 Phone (402) 466-3282

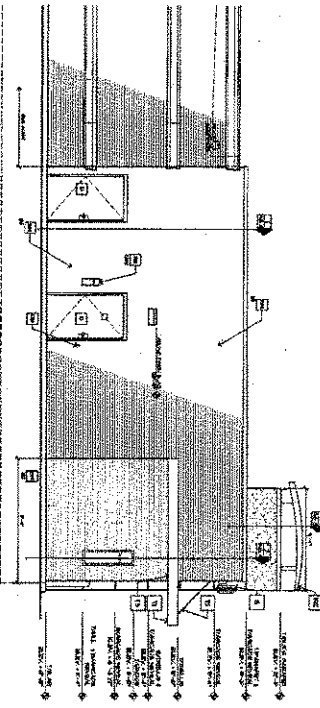
Whitehead U - McDonald's / U-Stop 21st and K Street Capitol Boulevard

Lincoln, Nebraska

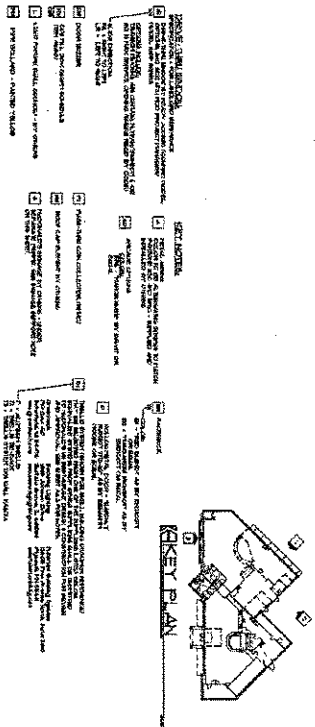
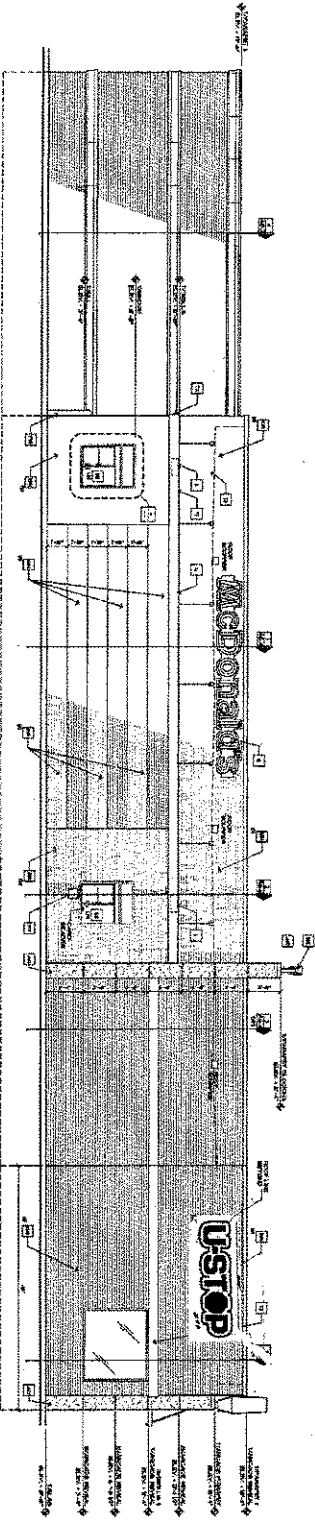
EXTERIOR ELEVATIONS



McDonald's Rear Elevation



North East Side Elevation



PROJECT: McDonald's / U-Stop
 LOCATION: 22nd and K Street, Capital Square
 DATE: 10/1/90

A52

ADA

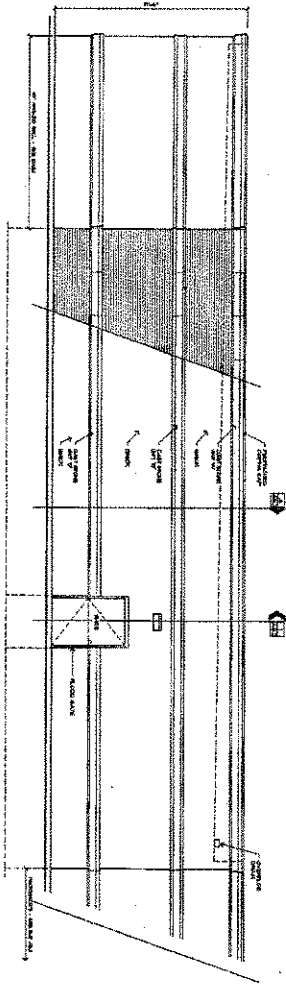
Architectural Design Associates P.C.
 Suite 105 7501 'O' Street Lincoln, NE 68510 Phone (402) 466-3232

Whitehead Oil - McDonald's / U-Stop
 22nd and K Street Capital Square

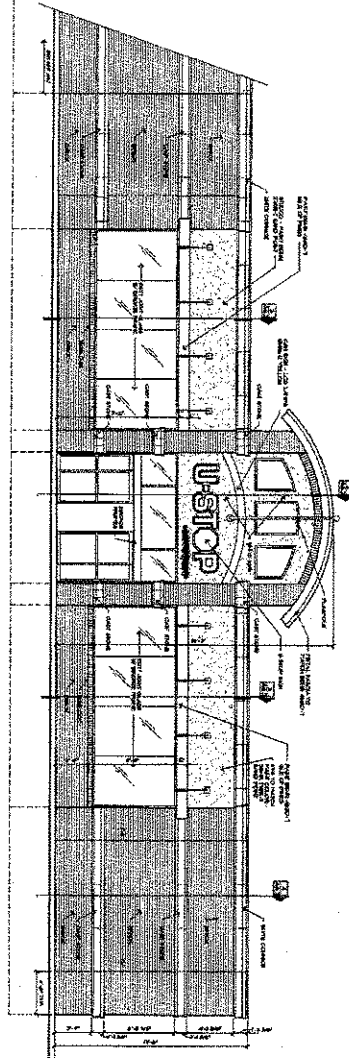
Lincoln, Nebraska

EXTERIOR ELEVATIONS

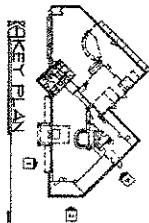
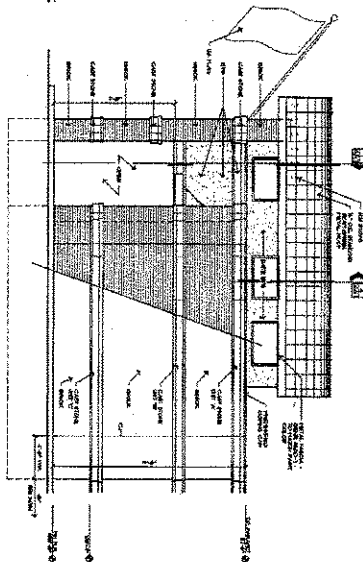
1 REAR ELEVATION



2 FRONT ELEVATION



3 RIGHT SIDE ELEVATION (LEFT SIDE SHOWN)



NOTES:
1. BUILDING TO BE CONSTRUCTED IN ACCORDANCE WITH THE 2000 INTERNATIONAL BUILDING CODE (IBC) AND THE 2000 INTERNATIONAL PLUMBING CODE (IPC).
2. ALL MATERIALS AND FINISHES TO BE APPROVED BY THE ARCHITECT.

PROFESSIONAL ARCHITECT
REGISTERED IN THE STATE OF NEBRASKA
CAPITOL BUILDING
LINCOLN, NEBRASKA

AS.1

ARCHITECTURAL DESIGN ASSOCIATES P.C.

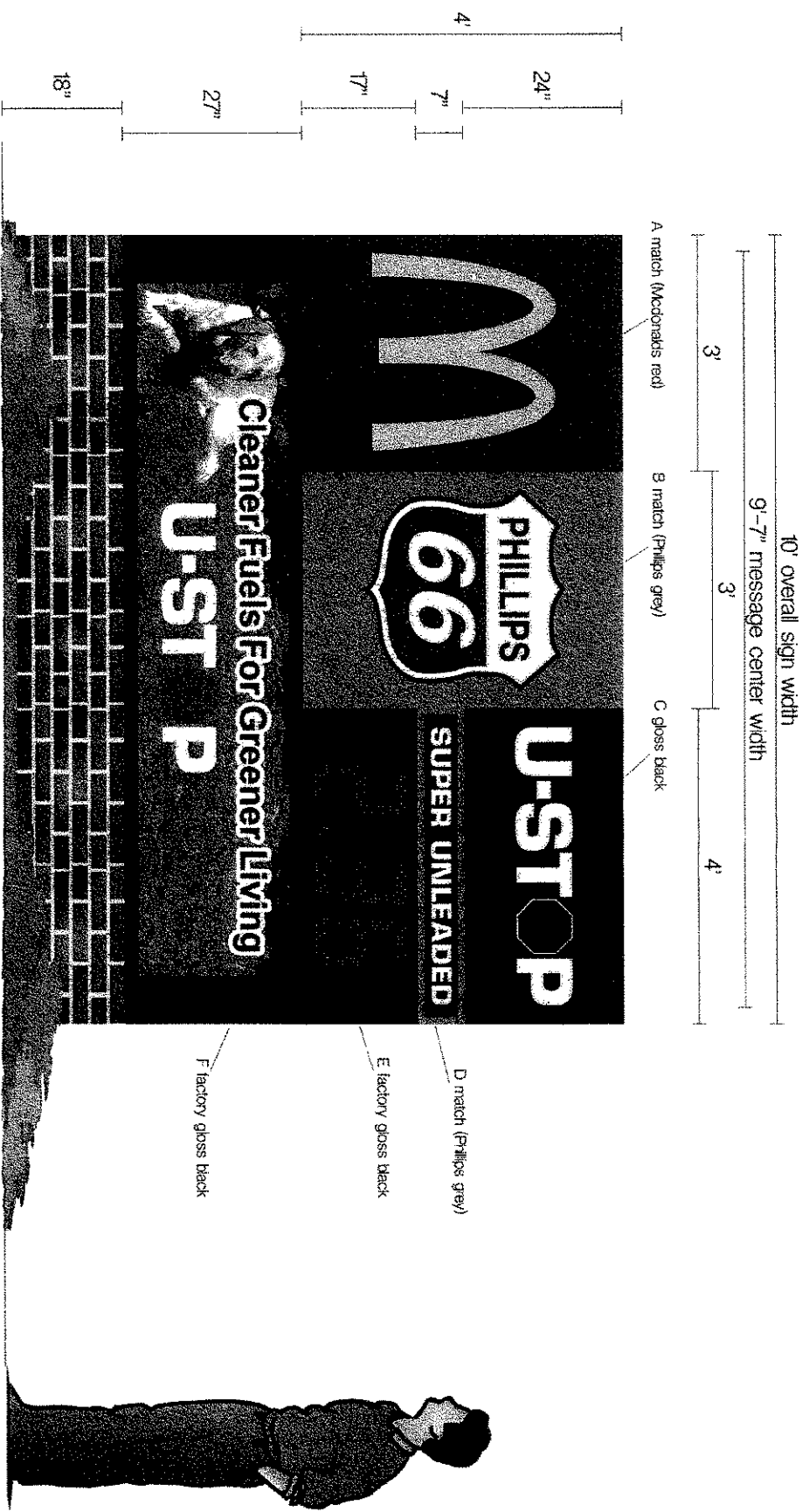
ADA

Architectural Design Associates P.C.
Suite 105 7501 'O' Street Lincoln, NE 68510 Phone (402) 486-3232

Whitehead OK - McDonald's / U-Stop

21st and K Street Capitol Boulevard

Lincoln, Nebraska



10' overall sign width

9'-7" message center width

3'

3'

4'

A match (McDonald's red)

B match (Phillips grey)

C gloss black

D match (Phillips grey)

E factory gloss black

F factory gloss black

3/4"x1"
Cabinet area = 62-1/2 Square feet

NOTE: COMPUTER GENERATED DRAWING IS INTENDED TO BE AN APPROXIMATE REPRESENTATION OF ACTUAL COLORS AND SIZES.

| | | | | | |
|---------|---------------------|--------------|--------------|------|----------|
| CLIENT | WHELEAD | SALES PERSON | SALES | DATE | 10/12/09 |
| CITY | NEBRASKA | PHONE | 402-461-4661 | DATE | 10/12/09 |
| ADDRESS | 1001 N. 24th Street | PHONE | 402-461-4661 | DATE | 10/12/09 |
| LOCAL | NEBRASKA | PHONE | 402-461-4661 | DATE | 10/12/09 |
| STATE | NEBRASKA | PHONE | 402-461-4661 | DATE | 10/12/09 |
| SCALE | DATE | DATE | DATE | DATE | DATE |
| DATE | DATE | DATE | DATE | DATE | DATE |

Nebraska Sign Company
1001 N. 24th Street, PM 1002 402-461-4661
Lincoln, Nebraska 68501

- NEW - DOUBLE FACED - INTERIOR ILLUMINATED - GROUND SIGN
1. FABRICATE CABINET, ALUMINUM ON AN ANGLE ALUMINUM FRAME.
 2. PAINT CABINET SECTIONS AND RETAINERS AS SPECIFIED IN SKETCH.
 3. SECTIONS (A, B, C, D) TO BE HANG WHITE LEVYAN PAPER DECORATED AS FOLLOWS:
A. FILM/DECORAL PRINT TO BE SUPPLIED BY MCDONALD'S (VERY)
B. FILM/DECORAL PRINT TO BE SUPPLIED BY PHILLIPS 66 (VERY)
C & D. PHILLIPS 66 (VERY) TO BE WHITE REVERSED OUT OF BLACK.
E. PHILLIPS 66 (VERY) TO BE WHITE REVERSED OUT OF BLACK.
F. PHILLIPS 66 (VERY) TO BE WHITE REVERSED OUT OF BLACK.
 4. SECTION (E) TO BE FILLED, COLOR, LED, 12" CHARACTER PRICE CHANGERS (EDS).
 5. SECTION (F) TO BE FILLED, COLOR, LED, 12" CHARACTER PRICE CHANGERS (EDS).
 6. SECTION (G) TO BE FILLED, COLOR, LED, 12" CHARACTER PRICE CHANGERS (EDS).
 7. SECTION (H) TO BE FILLED, COLOR, LED, 12" CHARACTER PRICE CHANGERS (EDS).
 8. SECTION (I) TO BE FILLED, COLOR, LED, 12" CHARACTER PRICE CHANGERS (EDS).
 9. SECTION (J) TO BE FILLED, COLOR, LED, 12" CHARACTER PRICE CHANGERS (EDS).
 10. SECTION (K) TO BE FILLED, COLOR, LED, 12" CHARACTER PRICE CHANGERS (EDS).
 11. SECTION (L) TO BE FILLED, COLOR, LED, 12" CHARACTER PRICE CHANGERS (EDS).
 12. SECTION (M) TO BE FILLED, COLOR, LED, 12" CHARACTER PRICE CHANGERS (EDS).
 13. SECTION (N) TO BE FILLED, COLOR, LED, 12" CHARACTER PRICE CHANGERS (EDS).
 14. SECTION (O) TO BE FILLED, COLOR, LED, 12" CHARACTER PRICE CHANGERS (EDS).
 15. SECTION (P) TO BE FILLED, COLOR, LED, 12" CHARACTER PRICE CHANGERS (EDS).
 16. SECTION (Q) TO BE FILLED, COLOR, LED, 12" CHARACTER PRICE CHANGERS (EDS).
 17. SECTION (R) TO BE FILLED, COLOR, LED, 12" CHARACTER PRICE CHANGERS (EDS).
 18. SECTION (S) TO BE FILLED, COLOR, LED, 12" CHARACTER PRICE CHANGERS (EDS).
 19. SECTION (T) TO BE FILLED, COLOR, LED, 12" CHARACTER PRICE CHANGERS (EDS).
 20. SECTION (U) TO BE FILLED, COLOR, LED, 12" CHARACTER PRICE CHANGERS (EDS).
 21. SECTION (V) TO BE FILLED, COLOR, LED, 12" CHARACTER PRICE CHANGERS (EDS).
 22. SECTION (W) TO BE FILLED, COLOR, LED, 12" CHARACTER PRICE CHANGERS (EDS).
 23. SECTION (X) TO BE FILLED, COLOR, LED, 12" CHARACTER PRICE CHANGERS (EDS).
 24. SECTION (Y) TO BE FILLED, COLOR, LED, 12" CHARACTER PRICE CHANGERS (EDS).
 25. SECTION (Z) TO BE FILLED, COLOR, LED, 12" CHARACTER PRICE CHANGERS (EDS).

U-STOP

25.42 \$

DATE 2/6/06
REVIEWER Top
PERMIT # 50600076

Fascia/Uniface Sign



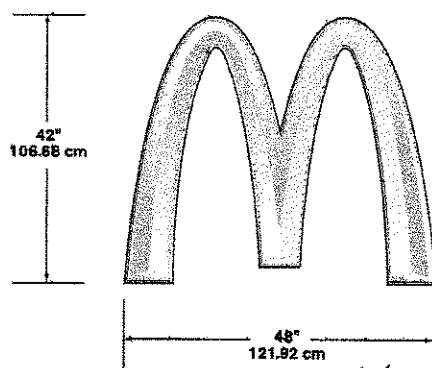
Illumination: 4 - F-84 T12 CW/HO
2 - F-36 T12 CW/HO

Electrical: 5.4 Amps 120V 60Hz

Ballast: 1 - Universal MSB1048-816-5

Ship Weight: 390 lbs.

42" Illuminated Building Arch
(Modified 48")



| | |
|----------------------|-----------|
| Illumination: | Neon |
| Electrical: | 1.25 Amps |
| Ballast: | 1-12/30 |
| Ship Weight: | 110 lbs. |

LED version available soon